

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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WASHINGTON, D.C. 20036

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December 2, 2003

VIA OVERNIGHT DELIVERY

Deborah Taylor Tate, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

03-00600

Re: Notice of Progress Telecom Corporation's Name Change to Progress Telecom, LLC -
Late-filing of Corporate Documentation

Dear Ms. Tate:

By letter dated November 10, 2003, on behalf of Progress Telecom Corporation, we advised the Tennessee Regulatory Authority ("Authority") that Progress Telecom Corporation had been converted, in accordance with Delaware law, into a limited liability company, and accordingly, its name changed to Progress Telecom, LLC (together with Progress Telecom Corporation, referred to herein as "PTC"). In the letter, we noted that copies of the corporate documentation from Delaware and Tennessee resulting in the conversion of PTC into an LLC would be late-filed with the Authority upon receipt. Appended hereto is a copy of PTC's certificate of conversion, certificate of formation and qualifying document to transact business in Tennessee as a foreign corporation showing its conversion to an LLC.

In addition, upon the request of Staff, as we previously provided in an email of November 14, 2003, we advise the Authority that PTC does not have a tariff and does not have any customers in Tennessee at this time. Further, PTC is in the process of amending its bond in Tennessee so that it reflects the conversion of PTC to an LLC. This document will be forwarded to the Authority immediately upon receipt.

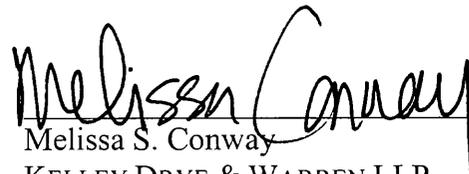
Deborah Taylor Tate
December 2, 2003
Page Two

KELLEY DRYE & WARREN LLP

Also enclosed are 13 copies of this filing, a duplicate copy and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Please do not hesitate to contact the undersigned at (202) 955-9667 if you have any questions.

Respectfully submitted,

By:



Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Tel. (202) 955-9667

Counsel to Progress Telecom, LLC

MSC:cpa

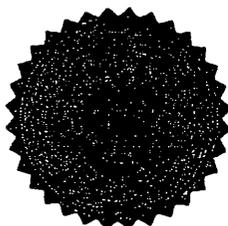
cc: Aster Adams, TRA
Betty Bailey, TRA
Michael Drayer, PTC

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "PROGRESS TELECOM CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PROGRESS TELECOM CORPORATION" TO "PROGRESS TELECOM, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2003, AT 2:08 O'CLOCK P.M.



3723569 8100V

030707519

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2729616

DATE: 11-04-03

11/04/03 13:07 FAX 919 548 2920

LEGAL DEPT. #1

003

**Certificate of Conversion to a
Limited Liability Company**

1. Name of entity requesting conversion: Progress Telecom Corporation
2. The date on which and jurisdiction where Progress Telecom Corporation was first incorporated: Incorporated in the State of Florida on December 21, 2001
3. The name of the limited liability company as set forth in its certificate of formation: Progress Telecom, LLC

This is the 4th day of November, 2003.

Authorized Person:



Frank A. Schiller,
Secretary and General Counsel

209928

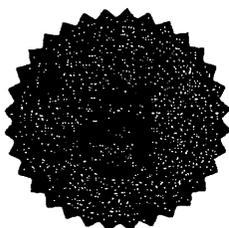
State of Delaware
Secretary of State
Division of Corporations
Delivered 02:08 PM 11/04/2003
FILED 02:08 PM 11/04/2003
SRV 030707519 - 3723569 FILE

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PROGRESS TELECOM, LLC" FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2003, AT 2:08 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3723569 8100V

030707519

AUTHENTICATION: 2729616

DATE: 11-04-03

11/04/03 13:07 FAX 919 546 2920

LEGAL DEPT. #1

004

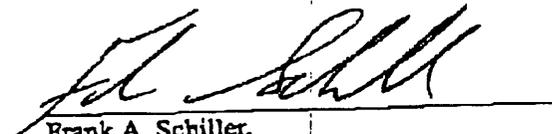
**Certificate of Formation
Limited Liability Company**

1. The name of the limited liability company: Progress Telecom, LLC
2. The address of the registered office and the name and address of the registered agent for service of process:

Registered Agent:
Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, DE 19808

This is the 4th day of November, 2003.

Authorized Person:


Frank A. Schiller,
Secretary and General Counsel

209926

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:08 PM 11/04/2003
FILED 02:08 PM 11/04/2003
SRV 030707519 - 3723569 FILE

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/01/03
REQUEST NUMBER: 4971-0782
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/01/03 1446
EFFECTIVE DATE/TIME: 12/01/03 1446
CONTROL NUMBER: 0458402

TO:
PROGRESS TELECOM LLC
410 S WILMINGTON ST
RALEIGH, NC 27601

RE:
PROGRESS TELECOM, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 11/21/03

FROM:
PROGRESS ENERGY SERVICE COMPANY LLC
PO BOX 1551
RALEIGH, NC 27602-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003386495
ACCOUNT NUMBER: 00420941



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

49,71 10,732

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY

FILED
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SECRETARY OF STATE
FILED
2003 DEC - 1
PM 2:18
DEPT. OF REVENUE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Progress Telecom, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: Delaware

3. The date of its organization is: November 4, 2003 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

100 Second Avenue South St. Petersburg, FL 33701
Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

2908 Poston Avenue Nashville, TN Davidson 37203
Street City/State County Zip Code

The name of its registered agent at that office is: Corporation Service Company

6. The number of members at the date of filing two

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) N/A

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

11-13-03
Signature Date
Secretary and General Counsel
Signer's Capacity

Progress Telecom, LLC
Name of Limited Liability Company
[Signature]
Signature
Frank A. Schiller
Name (typed or printed)